

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

**RICHARD WHITLEY, CAROLETA DURAN,)
TERRY J. KOCH, MARK D. GRADY, JOHN)
M. GATES, and SCOTT NEWLL, on behalf of)
himself and those similarly situated,)**

Plaintiff,

v.

**J.P. MORGAN CHASE & CO.; J.P. MORGAN)
CHASE BANK, N.A.; J.P. MORGAN)
INVESTMENT MANAGEMENT INC., aka)
J.P. MORGAN ASSET MANAGEMENT; J.P.)
MORGAN RETIREMENT PLAN SERVICES)
LLC,)**

Defendants.

Case No. 12-cv-2548

**DECLARATION OF MELISSA D. HILL IN SUPPORT OF
DEFENDANTS' MOTION TO DISMISS THE FIRST AMENDED COMPLAINT**

I, Melissa D. Hill, declare as follows:

1. I am an attorney with the law firm of Morgan, Lewis & Bockius LLP, attorneys of record for Defendants J.P. Morgan Chase & Co., J.P. Morgan Bank, N.A., J.P. Morgan Investment Management Inc., and J.P. Morgan Retirement Plan Services LLC (collectively "J.P. Morgan" or "Defendants"). I am an attorney in good standing admitted to practice in the State of New York, the Commonwealth of Pennsylvania, the State of New Jersey, and have been admitted to appear before this Court.

2. Except as otherwise indicated, I have personal knowledge of the facts set forth in this Declaration and, if called and sworn as a witness, I would competently testify to these facts.

3. I respectfully submit this Declaration in support of Defendants' Motion to Dismiss the First Amended Complaint.

4. Submitted herewith is a true and correct copy of the Hospira, Inc. Investment Management Agreement, attached hereto as Exhibit A.

5. Submitted herewith is a true and correct copy of the Caterpillar, Inc. Investment Management Agreement, attached hereto as Exhibit B.

6. Submitted herewith is a true and correct copy of the Mitsubishi Motors North America, Inc. Investment Management Agreement, attached hereto as Exhibit C.

7. Submitted herewith is a true and correct copy of the Stable Asset Income Fund Declaration of Trust, attached hereto as Exhibit D.

8. Submitted herewith are true and correct copies of the Natixis Benefit Responsive Wrap Agreement, Royal Bank of Canada Benefit Responsive Global Wrap Agreement, and State Street Bank and Trust Company Actively Managed Benefit Responsive Wrap Agreement, attached hereto as Exhibit E.

9. Submitted herewith are true and correct copies of the Titan Tire Corporation Des Moines Savings Plan, Titan International, Inc. Employees' Retirement Savings Plan, and Titan Tire Corporation Bryan Savings Plan Stable Asset Income Fund Application Forms and Participation Agreements, attached hereto as Exhibit F.

10. Submitted herewith is a true and correct copy of the Hospira, Inc. 401(k) Retirement Plan, attached hereto as Exhibit G.

11. Submitted herewith are true and correct copies of the Caterpillar, Inc. 401(k) Plan IRS Form 5500 Annual Return/Report of Employee Benefit Plan for 2009 and 2010, attached hereto as Exhibit H.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on October 24, 2012
in New York, New York

s/ Melissa D. Hill
Melissa D. Hill
MORGAN LEWIS & BOCKIUS LLP